

The David J. Joseph Company

May 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. 18721-E FILED 1425
JUN 5 1996 1:05 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed is an original and one copy of the Amendment to Equipment Lease dated as of May 6, 1996 between the following parties:

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

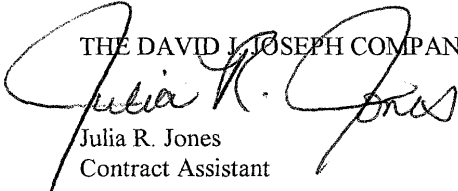
Please see Schedule A as set forth in the document and Exhibit A attached hereto for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18721 and subsequent amendments are recorded under Recordation Nos. 18721-A, 18721-B, 18721-C, and 18721-D.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Julia R. Jones
Contract Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

EXHIBIT A CAR LISTING

Page 2

CAR NO.	
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RLMX	1431
RLMX	1433
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RLMX	1436
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DJJX	1771
DJJX	1772
DJJX	1773
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DJJX	1775
DJJX	1776
DJJX	1777

**EXHIBIT A
CAR LISTING**

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**EXHIBIT A
CAR LISTING**

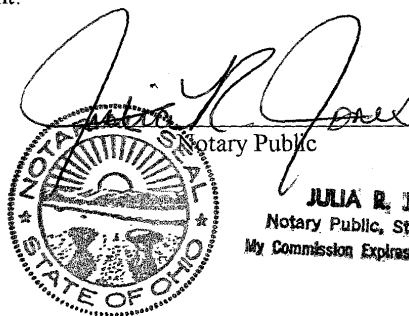
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DJJX	2287	DJJX	2401	DJJX	2457
DJJX	2288	DJJX	2402	DJJX	2458

**EXHIBIT A
CAR LISTING**

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DJJX	2482	DJJX	2806	DJJX	3029✓
DJJX	2483	DJJX	2807	DJJX	3031✓
DJJX	2484	DJJX	2808		

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2008

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

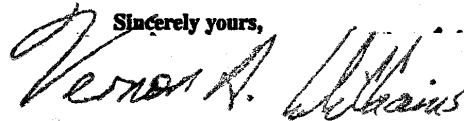
6/5/96

Julia R. Jones
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/5/96 at 1:05PM, and assigned recordation number(s) 18721-E, 19914-A and 19914-B.

Sincerely yours,

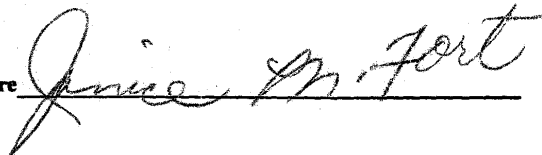


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18721-E
FILED 145
JUN 5 1996 -1 05 PM

AMENDMENT TO EQUIPMENT LEASE

This Amendment to an Equipment Lease, dated December 29, 1993 ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and The David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was filed with the Interstate Commerce Commission under Recordation No. 18721, and subsequent amendments filed with the Surface Transportation Board on May 1, 1996 under Recordation Nos. 18721-A, B, C and D.

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993, and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

Old Car Number

New Car Number

DJJX 3004

RLMX 8551

- 2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of this 3rd day of May, 1996.

LESSEE:

LESSOR:

THE DAVID J. JOSEPH COMPANY

THE FIFTH THIRD LEASING COMPANY

BY: [Signature]
Douglas F. McMillan

BY: [Signature]
Sr. VP

TITLE: Vice President

TITLE:

DATE: May 3, 1996

DATE: 5/6/96

Notary: [Signature]



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000